



SHAREHOLDERS' REPORT

2006



Marine Corps Air Station Miramar





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From the Chairman of the Board



During the past year, I've been privileged to witness first-hand the extraordinary relationship Marine Corps Air Station Miramar enjoys with the greater San Diego community. That relationship has proven to be a critical enabler: underpinning our battlefield successes overseas and strengthening our families here stateside who anxiously await the return of their Marines and Sailors. The community's support and encouragement has been both enduring and visibly heartfelt. We are indeed fortunate to call Miramar home.

As you may know, the majority of aviation units involved in Operation Iraqi Freedom (Iraq) and Operation Enduring Freedom (Afghanistan) over the past few years hailed from the Miramar-based 3rd Marine Aircraft Wing. Many of the Wing's Marines and Sailors recently returned from combat in March 2005, and as we enter 2006, the majority of the Wing will depart yet again in support of the nation's Global War on Terror.

The importance of Miramar's location and mission has never been so apparent as in the last few years. MCAS Miramar's perfect location provides near-immediate access to vast, unencroached and irreplaceable ranges that permit year-round training in the area's ideal weather. That training has translated into untold numbers of battlefield victories and saved lives — and the close proximity of Miramar to our ground and logistics forces at Camp Pendleton and Navy ships in San Diego harbor has allowed us to be immediately responsive when the nation calls. I repeat myself, but we are indeed fortunate to call Miramar home.

The following report outlines our unique structure and capabilities here at Miramar and provides further insights into the "mission critical" nature of our business. The report also gives voice to a task your Miramar Marines and Sailors imbue with the importance typically ascribed only to combat missions, and that is our support of the local community. Your Miramar service members go to great lengths to give back to the community by being outstanding citizens, by being active participants in local churches, schools, and sports events, and by being vigilant stewards of the environmental jewel that MCAS Miramar represents.

We're proud to be a vital part of the fabric of San Diego, the most caring and patriotic community in America. You are the shareholders at MCAS Miramar and we are *your* Marine Corps. Semper Fidelis!

A handwritten signature in cursive script that reads "Carl B. Jensen".

CARL B. JENSEN
Brigadier General, U.S. Marine Corps
Commander, Marine Corps Air Bases Western Area
Commanding General, Marine Corps Air Station Miramar





History of Miramar

Marine Corps Air Station Miramar encompasses 23,116 acres of land, bisected by Kearny Villa Road and Interstate 15. Miramar's main station accommodates commercial, administrative, operational and residential facilities needed to support military members and their families. The area east of Kearny Villa Road, known as East Miramar, is primarily undeveloped and is used for military training and exercises.

Land uses aboard Miramar include both military and non-military functions and facilities. The majority of land use and facilities primarily support the Marine Corps' training and warfighting missions.

Native Americans were the first recorded users of the area in the vicinity of MCAS Miramar. The area then became part of a Spanish land grant owned by Don Santiago Arguello. After the Civil War, he divided and sold portions to people such as Edward Scripps, a newspaper publisher from the East. The land was used predominantly for grazing and farming into the early 1900s.

During World War I, the Army established an infantry-training center, called Camp Kearny, near present-day MCAS Miramar. Approximately 13,000 acres housed Soldiers, horses and mules, and more than 1,200 buildings were subsequently demolished when the camp closed in 1922. By the end of the war, the strategic importance of aviation for the military grew and Miramar was selected as an aircraft-launching site.

As World War II began, the air station expanded and reorganized into two activities – an auxiliary field for Naval Air Station North Island and a Marine Corps Air Depot. In 1941 the Depot expanded to more than 29,000 acres and was renamed Camp Elliot. The camp was just east of I-15 in the south-central area of present-day MCAS Miramar. Camp Elliot was commissioned MCAS Kearny Mesa in 1943.

Redesignated in 1946 as MCAS Miramar, the Marines soon moved to El Toro in 1947. On April 1, 1952, the station was designated NAS Miramar – the Master Jet Station of the Pacific Fleet.

In 1960, the eastern-most portion of present-day MCAS Miramar was transferred to the Air Force, and later to the National Aeronautics and Space Administration for missile testing. The remaining portion of Camp Elliot and the NASA training site were transferred back to NAS Miramar in 1977.

On October 1, 1997, NAS Miramar officially became MCAS Miramar again following the closure of MCAS El Toro and MCAS Tustin.



Expeditionary Philosophy



After 230 years of proud service, the Marine Corps remains the nations' premier expeditionary "Total Force in Readiness." Operating in task-organized, combined-arms Marine Air-Ground Task Forces, the Marine Corps is always on call for critical operations in peacetime, crisis and war.



We are primarily a naval force whose strength is our ability to access denied areas from great distances. We project Marine forces from land or sea bases for operations as part of a joint or combined force. Additionally, we provide defense of the homeland by operating from forward deployed locations throughout the world. We also have the ability to sustain our deployed forces for extended periods of time.

The Marine Corps is trained to fight across the entire spectrum of conflict. A guiding principle of our Corps is that we fight as combined-arms teams, seamlessly integrating our ground, aviation and logistics forces. We exploit the speed, flexibility and agility inherent in our combined-arms approach to defeat traditional, terrorist and emerging threats to our nation's security.

Every Marine is a rifleman and a warrior - our link to the past and our key to the future. We train and educate our Marines to think independently and act aggressively, with speed and initiative, and to exploit the advantages of cultural understanding. We thrive in the chaotic and unpredictable environments in which our forces are employed. We are committed to and sustained by our families, the American people and our operational partners. We are devoted to each other and the cause of freedom.





The Marine Air-Ground Task Force

The Marine Corps responds to crises and generates combat power for joint operations by deploying and employing integrated Marine Air-Ground Task Forces (MAGTFs).

All MAGTFs, regardless of size, share four common organizational elements, which vary in size and composition according to their mission:

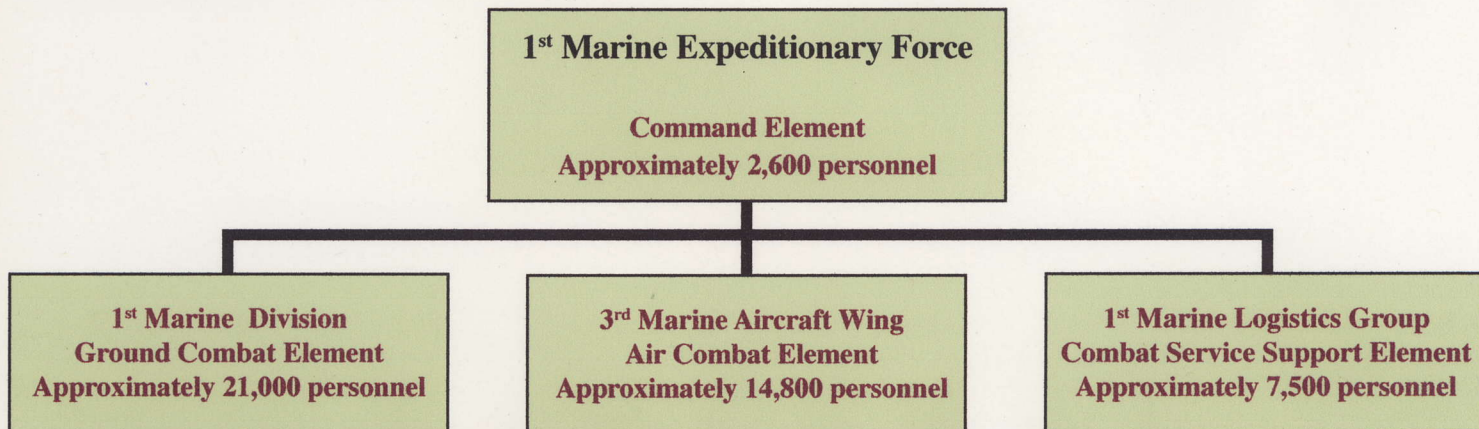
Command Element (CE): As the MAGTF headquarters, the command element provides the command and control necessary for effective, cross-dimensional operational planning and execution. In addition, every MAGTF command element can serve as the basis for a Joint Task Force headquarters.

Ground Combat Element (GCE): The GCE is a cohesive maneuver and combat team formed around a ground maneuver unit comprising infantry, tanks or light armored vehicles, reinforced with the necessary artillery, transport, combat engineer and reconnaissance assets to accomplish its mission. It provides the ground striking power of the MAGTF.

Aviation Combat Element (ACE): The ACE is composed of requisite air control agencies, helicopter and fixed wing squadrons, surface-to-air missile units, and aviation-unique combat service support. It provides air striking power and aerial support to.

Combat Service Support Element (CSSE): This element provides the full range of combat service support capabilities necessary to sustain and maintain the MAGTF. The CSSE gives a MAGTF the organic ability to operate for extended periods in an austere expeditionary environment.

The 3rd Marine Aircraft Wing (3rd MAW), headquartered at Marine Corps Air Station Miramar, is the Aviation Combat Element of the 1st Marine Expeditionary Force. The wing's mission is to conduct air operations in support of the MEF to include offensive air support, anti-air warfare, assault support, aerial reconnaissance, electronic warfare and control of aircraft and missiles. As a collateral function, the wing may participate as an integral component of naval aviation in the execution of such other Navy functions as the Fleet Commander may direct.



The **Combat Wing**



Third Marine Aircraft Wing started 2005 by providing continued support for the Global War on Terror with units deployed worldwide. The majority of 3rd MAW's deployed forces were supporting Operation Iraqi Freedom. The wing provided close air support for convoys, casualty evacuation, and air transportation of forces and vital supplies in support of coalition ground forces during OIF. Additionally, because of their ability to quickly move long distances, the wing performed cordon and search missions to locate anti-coalition forces and high value-targets outside their primary area of operation.

Further, the wing participated in Iraq's first elections by providing security and transportation for voters, election officials and material around the country.

The highly trained and battle-tested Marines and Sailors of 3rd MAW have proven themselves as a critical asset in the coalition's efforts to eliminate the terrorist campaign targeting both coalition forces and the Iraqi people. They have distinguished themselves in some of Iraq's most dangerous areas, such as Fallujah, Ramadi and Najaf.

Beyond OIF support, 3rd MAW provided squadrons and detachments to the 1st Marine Aircraft Wing for the Unit Deployment Program, maintained its forward deployed presence by supporting the 11th, 13th, 15th and 31st Marine Expeditionary Units, as well as continued its commitment in Operation Enduring Freedom.

In addition to its activities in support of the Global War on Terror, 3rd MAW continued to maintain a ready contingent of trained Marines and Sailors from its bases in the Continental United States.





Organization & Commands

Marine Corps Air Bases Western Area, which is headquartered at Marine Corps Air Station Miramar, is dedicated to supporting West Coast Marine aviation missions, the 3rd Marine Aircraft Wing and other Naval aviation units as designated by the Commandant of the Marine Corps and in coordination with the Chief of Naval Operations. Brig. Gen. Carl B. Jensen, commander, MCABWA, maintained responsibility for the three Marine Corps air stations in the western United States: MCAS Yuma, Ariz., MCAS Camp Pendleton and MCAS Miramar.

Marine Corps Operating Forces based on the West Coast train to respond to crises throughout the Pacific region, relying heavily on Miramar for daily service and facility support in order to execute the Corps' national defense mission.

The combined efforts of more than 10,000 military members and civilians doing jobs that range from administrative and mail clerks to air traffic controllers make the mission of Miramar possible. Each Marine, Sailor and civilian employee is an essential piece in what makes up the MCABWA team and keeps Miramar and 3rd MAW combat ready.



Third Marine Aircraft Wing (at Miramar)

Marine Wing Headquarters Squadron 3

Marine Aircraft Group 11

- Marine All-Weather Fighter Attack Squadron 121
- Marine All-Weather Fighter Attack Squadron 225
- Marine All-Weather Fighter Attack Squadron 242
- Marine Fighter Attack Training Squadron 101
- Marine Fighter Attack Squadron 232
- Marine Fighter Attack Squadron 314
- Marine Fighter Attack Squadron 323
- Marine Aerial Refueler Transport Squadron 352
- Marine Aviation Logistics Squadron 11

Marine Aircraft Group 16

- Marine Medium Helicopter Squadron 161
- Marine Medium Helicopter Squadron 163
- Marine Medium Helicopter Squadron 165
- Marine Medium Helicopter Squadron 166
- Marine Heavy Helicopter Squadron 361
- Marine Heavy Helicopter Squadron 462
- Marine Heavy Helicopter Squadron 465
- Marine Heavy Helicopter Squadron 466
- Marine Aviation Logistics Squadron 16

Marine Air Control Group 38

- Marine Tactical Air Command Squadron 38
- Marine Air Control Squadron 1
- Marine Wing Communications Squadron 38

Marine Wing Support Group 37

- Marine Wing Support Squadron 373



Strategic Location



The expeditionary, sometimes moment's-notice, mission of the Navy-Marine Corps team requires strategic co-location in order to maintain the flexibility required for national security needs. MCAS Miramar is centrally located near more than 10 West Coast Navy and Marine Corps installations. Sixty-seven percent of Continental United States Department of Defense training ranges are located in three southwestern states – California, Arizona, and Nevada. Miramar is ideally positioned to maximize training dollars and prepare U.S. armed forces for operational commitments.



Marine Corps Air Station Miramar

Since October 1, 1997, Marines and Sailors have been living and working aboard Marine Corps Air Station Miramar. The 23,000-acre facility is home to the 3rd Marine Aircraft Wing and the Marines that support this highly operational unit.

Miramar's primary mission is to support all aircraft operations occurring on MCAS Miramar. The success of this mission is only made possible by Miramar's most valuable asset, its people. Civilians and servicemembers alike are the driving force behind what makes Miramar a "city within a city". Miramar features a shopping center, restaurants, fire and public works departments and a number of other facilities used in day-to-day life.

The air station is primarily sustained and supported by the consolidated efforts of the Headquarters and Headquarters Squadron. Comprised of approximately 1,000 diverse, professional Marines and Sailors, H&HS is the largest squadron aboard the air station.

MCAS Miramar is a vital player in carrying out the Marine Corps' mission to train, equip and deploy our forces to respond to a variety of crises around the world.





Annual Report

This year's Miramar Air Show presented a wide array of military and civilian aircraft demonstrations and static displays for approximately 750,000 attendees. The air show featured more than 130 static displays of various civilian and military aircraft of foreign and domestic origin. Spectators were treated with more than 20 flight performances daily, including the world-famous U.S. Navy Flight Demonstration Squadron, the Blue Angels, and a simulated Marine Air-Ground Task Force assault. In addition to state-of-the-art civilian and military aircraft, the air show also gave visitors a brief look into the history of aviation. In a tribute to the valor and heroism of servicemembers at home and abroad, more than 750 patriotic individuals clad in yellow T-shirts joined hands to form the world's largest human yellow ribbon.



The year 2005 has also seen Marine Corps Air Station Miramar and our tenant units recognized and awarded for the hard work and diligence of the people that make this air station run so efficiently and effectively.

While Miramar's Marines and Sailors were deployed in support of the Global War on Terror, our community and families showed its men and women in uniform untiring support. Through programs such as Operation Enduring Families, the Key Volunteer Network, and the Food Locker, our deployed troops and their families back at home felt the support of a grateful community and nation. While many of our troops are still serving in harm's way, our community continues to offer support even after our servicemembers return home. As we look ahead, Team Miramar is truly committed to maintaining the strong relationship we share with our community as we carry out the business of defending our nation.



Community Involvement



As a member of the San Diego community, Marine Corps Air Station Miramar's goal has always been to be a good neighbor to our surrounding communities. Marine Corps Air Station Miramar actively conducts a community relations campaign throughout the region and coordinates the requisite forums to promote enhanced community awareness of ongoing Marine Corps training.

Opening our gates to the community for events such as the annual Miramar Air Show, Open Cockpit Days at the Flying Leatherneck Museum, monthly tours, Educators Workshops and youth activities give the neighboring communities a look at the Marine Corps and our way of life.

Monthly meetings of our Community Leaders' Forum and ongoing dialogue with local, regional, and state elected and appointed officials promote an open dialogue with our neighbors and enhance awareness within local communities of upcoming events or training cycles.



The Miramar Fire Department responded to 394 off-station Mutual Aid Emergencies during 2005 as part of the Automatic Aid Agreement, Mutual Aid Agreement and California Statewide Mutual Aid Agreement programs with local fire departments and law enforcement agencies in our community and state.

MCAS Miramar is dedicated to ensuring that the air station and the communities of San Diego County continue to live and grow together.

MCAS Miramar Community Relations Programs

Educators' Workshop

This program's mission is to familiarize educators from west of the Mississippi River about opportunities the Marine Corps provides. It demonstrates the broad spectrum of Marine Corps life, ranging from the initial boot camp transformation to the sometimes awesome responsibilities of a Marine. MCAS Miramar annually hosts approximately 12 Educators Workshops.

Partnerships in Education

MCAS Miramar actively participates in the San Diego City Schools Partnerships in Education program. These

partnerships are designed to promote student achievement through shared time and resources. Marines share their advanced technical and leadership skills by participating in senior exhibitions and interview panels, assisting with sporting events, providing job-shadow opportunities and assisting with Reserve Officer Training Corps activities.

Bi-monthly Tours

MCAS Miramar offers bimonthly tours for all San Diego area community members. The program is free of charge and open to the public and takes place on the first and third Thursdays of each month, weather and operational

commitments permitting. It runs from 9 a.m. to 12 p.m. The tours will include a military working dog demonstration provided by the Provost Marshal's Office, an air station windshield tour, a flight line windshield tour of 3d Marine Aircraft Wing fixed- and rotary-wing aircraft, and a tour of the Flying Leatherneck Aviation Museum.

Event Support

MCAS Miramar works with the community in providing services such as color guards, guest speakers and band performances for a wide array of events which range from parades to sporting events.



The Year in Numbers

Personnel Assigned to MCAS Miramar

Marine Corps Air Station Miramar

- Military (including Fleet Assistance Program): 898
- Civilians: 278

3rd Marine Aircraft Wing

- Military: 9,686
- Civilians: 10

Marine Aircraft Group 46 (Reserve)

- Active Duty Military: 351
- Reserve Military: 918

Naval Consolidated Brig

- Military: 171
- Civilians: 31

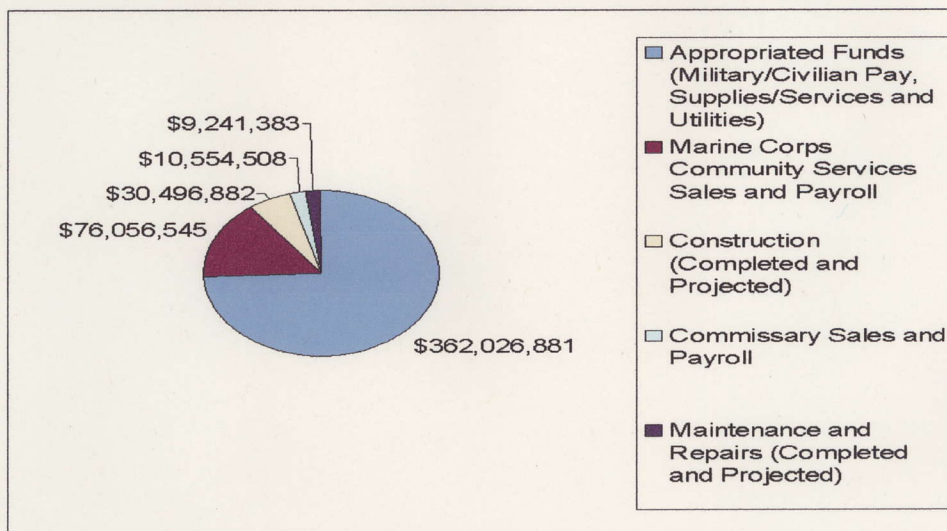
Company A, 4th Tanks

- Military: 96



Economic Impact of MCAS Miramar

Total impact on the San Diego community is \$488,376,199



Compatibility Use Zones

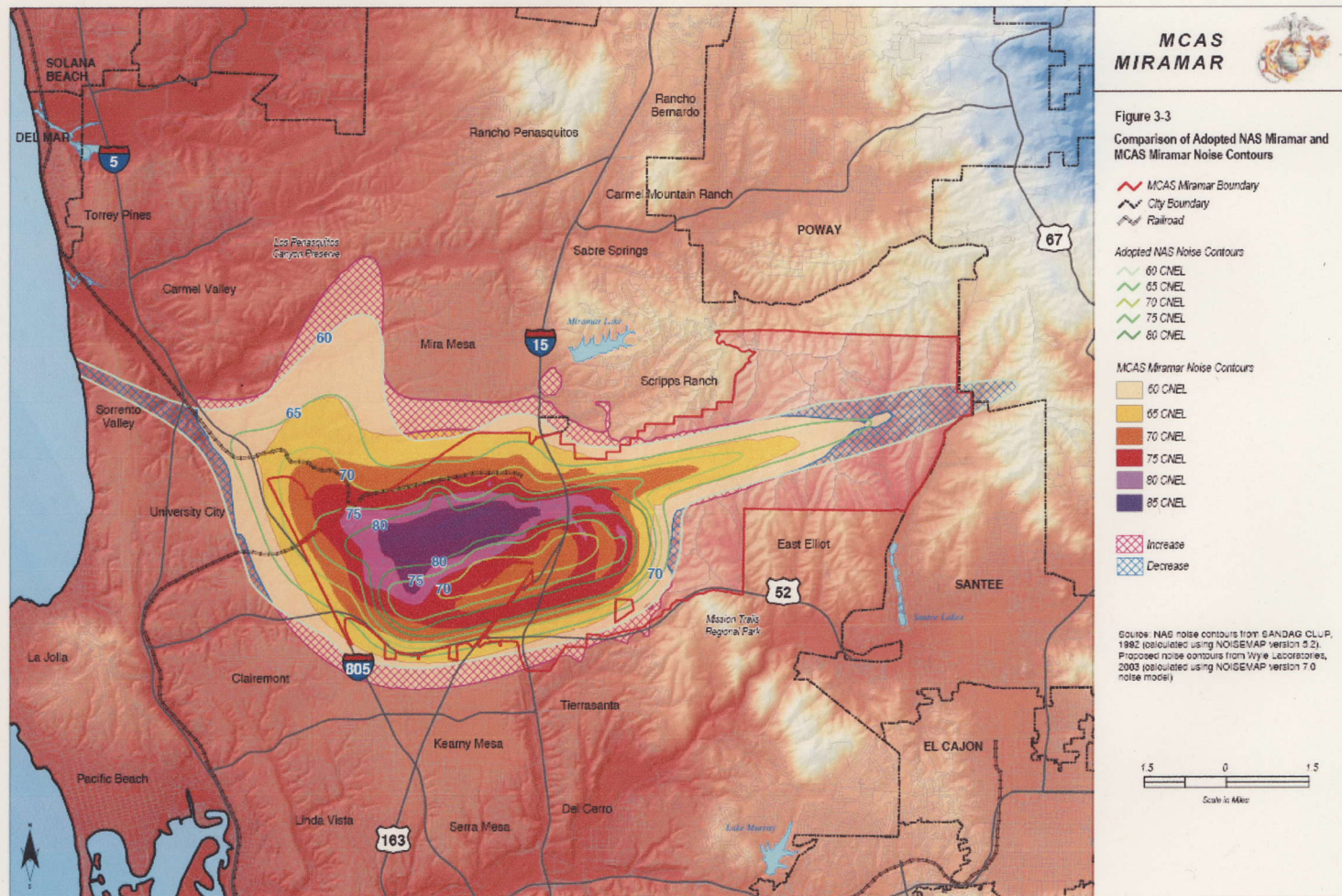


Military installations and local government agencies with planning and zoning authority share the responsibility for preserving land use compatibility near a military air installation. The MCAS Miramar Air Installation Compatibility Use Zones study serves as the command's recommendation to ensure compatible land use planning within local jurisdictions affected by military aircraft operations. Noise and safety impact areas are identified for land use planning purposes.

MCAS Miramar AICUZ program management is a chartered responsibility of the Community Plans and Liaison Office, under the leadership of the commander, Marine Corps Air Bases Western Area. The office maintains a full time staff with dedicated resources that focus on the integration of the military mission for Miramar within the land use planning process for all jurisdictions.



Additionally, the Community Plans and Liaison office is working with the San Diego County Regional Airport Authority in development of the "Airport Land Use Compatibility Plan" for MCAS Miramar and land use planning purposes. The MCAS Miramar's "Air Installations Compatible Use Zones" study of March 2005, was prepared to ensure compatible land use planning in surrounding communities affected by Miramar's operations. Copies are available at the public libraries of our neighboring communities as well as electronically through the "AICUZ" link on MCAS Miramar's website, www.miramar.usmc.mil.





Environmental Stewardship

Marine Corps Air Station Miramar has continued to be a responsible steward of the environment through proactive programs that ensure the proper balance between the operational needs of the Marine Corps and the protection and preservation of the environment for future generations.

MCAS Miramar has several continuing pollution prevention initiatives that highlight the air station's aggressive pollution prevention and source reduction efforts, such as recycling personal cell phones, and personal and military rechargeable batteries. These efforts are done at "no cost" to the government and help reduce the number of cell phones and batteries, considered electronic waste, disposed of in local landfills.

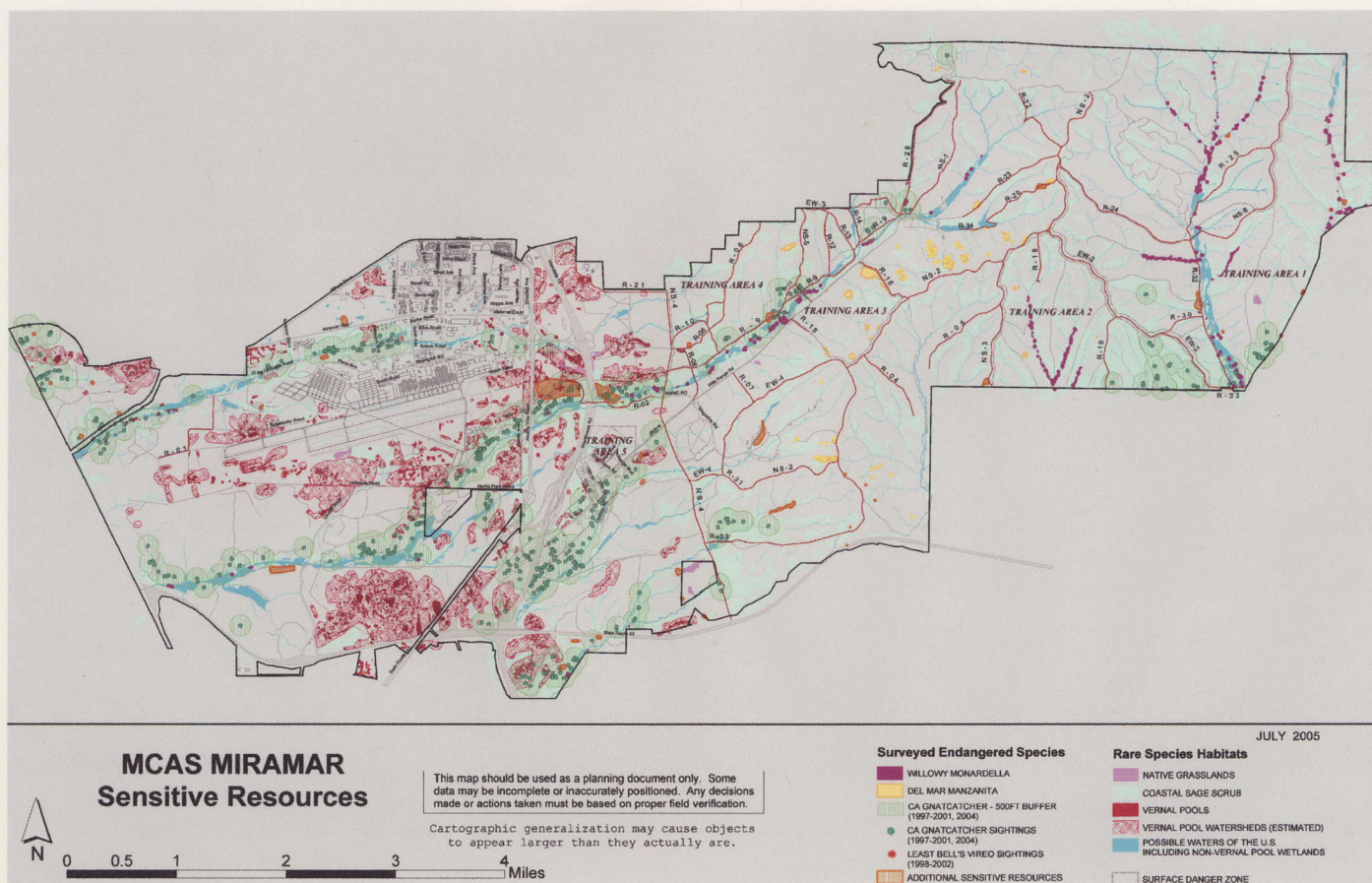
Similarly, the on-site antifreeze-recycling program recycles waste antifreeze generated by MCAS Miramar for reuse, practically eliminating the need to buy new material and also reducing the antifreeze waste stream. Miramar is also working to improve water quality from stormwater runoff associated with industrial activity on station. The Environmen-

tal Management Department programmed the installation of Storm Water Treatment Systems throughout the station's stormwater outfalls. These STSs will reduce levels of storm water pollutants entering Rose Canyon, which leads to Mission Bay.

A total of 16 STSs are programmed to be installed on MCAS Miramar. Currently, two STSs have been installed and three are under construction. The rest are scheduled to be completed within the next year.

Whenever practical, it is our goal to incorporate the use of environmental-friendly products into our operations. Part of this process is carefully screening supplies being procured on station to minimize the use of toxic materials through substitution or complete elimination.

Miramar believes that environmental stewardship is a team effort that involves all sectors of the MCAS Miramar community. An extremely valuable aspect of this is our excellent working relationship with our counterparts in the county and state governments.





For the latest news and information on Marine Corps Air Station Miramar, logon to www.miramar.usmc.mil. For more information on the Flight Jacket, the 2006 MCAS Miramar Shareholders' Report, media or community relations, please call the MCAS Miramar Consolidated Public Affairs Office at (858) 577-6000. For general information on MCAS Miramar or directory assistance, please call the base information line at (858) 577-1011.

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